



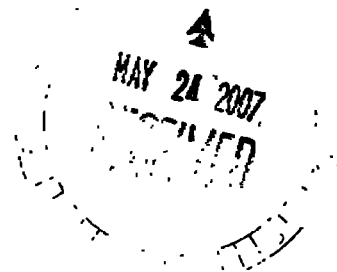
CORPORATION SERVICE COMPANY

RECORDATION NO 2518-R FILED

MAY 24 '07

3-24 PM

SURFACE TRANSPORTATION BOARD



May 23, 2007

Karen January
Surface Transportation Board
Recordation Office
395 East Street SW
Washington, DC 20423
202-245-0401

RE: 914566/010

Dear Karen:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 05/31/2007

PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

Secondary STB Filing

A check is enclosed in the amount of \$35.00 to: Surface Transportation Board

Mailing instructions:

Forward the acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

Special instructions:

Lessee:

BNSF Railway Company
2650 Lou Menk Drive, 1st Floor
Fort Worth, TX 76131

Lessor:

The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive, Suite 3000
Chicago, IL 60606

Thank you for your assistance in this matter.
Sincerely,

April O'Shea 1-800-995-5071 ext. 3813
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 14th day of May, 2007, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 South Wacker Drive, Suite 3000, Chicago, Illinois 60606 (the "Lessor"), and BNSF RAILWAY COMPANY, a Delaware corporation, with an address at 2650 Lou Menk Drive, 1st Floor, Fort Worth, TX 76131-2830 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Full Service Railcar Lease (the "Lease") dated as of June 23, 2004, effective as of April 16, 2004, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on September 22, 2004 and given Recordation Number 25198.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]
Name: Jeffrey T. Lytle
Title: SVP Leasing

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SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BNSF RAILWAY COMPANY
By: [Signature]
Name: RICHARD A. MAROL
Title: AVP Carload Equipment

Schedule A

Number of Cars Equipment Description
135 4,520 C.F. aluminum coal gondola

1	CEFX	48483	53	CEFX	48535	105	CEFX	48587
2	CEFX	48484	54	CEFX	48538	106	CEFX	48588
3	CEFX	48485	55	CEFX	48537	107	CEFX	48589
4	CEFX	48486	56	CEFX	48538	108	CEFX	48590
5	CEFX	48487	57	CEFX	48539	109	CEFX	48591
6	CEFX	48488	58	CEFX	48540	110	CEFX	48592
7	CEFX	48489	59	CEFX	48541	111	CEFX	48593
8	CEFX	48490	60	CEFX	48542	112	CEFX	48594
9	CEFX	48491	61	CEFX	48543	113	CEFX	48595
10	CEFX	48492	62	CEFX	48544	114	CEFX	48596
11	CEFX	48493	63	CEFX	48545	115	CEFX	48597
12	CEFX	48494	64	CEFX	48546	116	CEFX	48598
13	CEFX	48495	65	CEFX	48547	117	CEFX	48599
14	CEFX	48496	66	CEFX	48548	118	CEFX	48600
15	CEFX	48497	67	CEFX	48549	119	CEFX	48601
16	CEFX	48498	68	CEFX	48550	120	CEFX	48602
17	CEFX	48499	69	CEFX	48551	121	CEFX	48603
18	CEFX	48500	70	CEFX	48552	122	CEFX	48604
19	CEFX	48501	71	CEFX	48553	123	CEFX	48605
20	CEFX	48502	72	CEFX	48554	124	CEFX	48606
21	CEFX	48503	73	CEFX	48555	125	CEFX	48607
22	CEFX	48504	74	CEFX	48556	126	CEFX	48608
23	CEFX	48505	75	CEFX	48557	127	CEFX	48609
24	CEFX	48506	76	CEFX	48558	128	CEFX	48610
25	CEFX	48507	77	CEFX	48559	129	CEFX	48611
26	CEFX	48508	78	CEFX	48560	130	CEFX	48612
27	CEFX	48509	79	CEFX	48561	131	CEFX	48613
28	CEFX	48510	80	CEFX	48562	132	CEFX	48614
29	CEFX	48511	81	CEFX	48563	133	CEFX	48615
30	CEFX	48512	82	CEFX	48564	134	CEFX	48616
31	CEFX	48513	83	CEFX	48565	135	CEFX	48617
32	CEFX	48514	84	CEFX	48566			
33	CEFX	48515	85	CEFX	48567			
34	CEFX	48516	86	CEFX	48568			
35	CEFX	48517	87	CEFX	48569			
36	CEFX	48518	88	CEFX	48570			
37	CEFX	48519	89	CEFX	48571			
38	CEFX	48520	90	CEFX	48572			
39	CEFX	48521	91	CEFX	48573			
40	CEFX	48522	92	CEFX	48574			
41	CEFX	48523	93	CEFX	48575			
42	CEFX	48524	94	CEFX	48576			
43	CEFX	48525	95	CEFX	48577			
44	CEFX	48526	96	CEFX	48578			
45	CEFX	48527	97	CEFX	48579			
46	CEFX	48528	98	CEFX	48580			
47	CEFX	48529	99	CEFX	48581			
48	CEFX	48530	100	CEFX	48582			
49	CEFX	48531	101	CEFX	48583			
50	CEFX	48532	102	CEFX	48584			
51	CEFX	48533	103	CEFX	48585			
52	CEFX	48534	104	CEFX	48586			